

P10000055828

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000155231 3)))



H100001552313ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : **LINDA A. SCARCELLI**
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
CNL Diversified Managers Corp.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

10 JUL -6 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUL -6 AM 7:54

ATTACHED
AND
FILED

Electronic Filing Menu

Corporate Filing Menu

Help

APPROVED
AND
FILED
0002

H100001552313

10 JUL -6 PM 12:50

ARTICLES OF INCORPORATION
OF
CNL DIVERSIFIED MANAGERS CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CNL DIVERSIFIED MANAGERS CORP.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 450 S. Orange Avenue, Orlando, Florida 32801-3336, and the mailing address shall be P.O. Box 4920, Orlando, FL 32802-4920.

ARTICLE III - PURPOSE AND GENERAL POWERS

The purposes of the Corporation shall be to engage in any and all lawful activities permitted under the Florida Business Corporation Act, as the same now exists and has hereafter amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of One and No/100 Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 450 S. Orange Avenue, Orlando, Florida 32801-3336, and the name of the initial registered agent of this corporation at that address is Linda A. Scarcelli.

H10000155231 3

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
James M. Seneff, Jr.	450 So. Orange Avenue Orlando, FL 32801
Robert A. Bourne	450 So. Orange Avenue Orlando, FL 32801

ARTICLE VII – INCORPORATOR

The name and address of the person signing these Articles are as follows:

Linda A. Scarcelli
450 So. Orange Avenue
Orlando, FL 32801

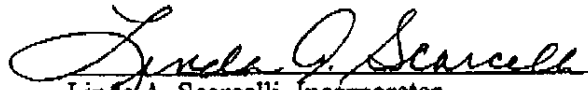
ARTICLE VIII – INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees, and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by them on behalf of the Corporation except for willful misconduct or gross negligence. The foregoing indemnification shall not limit further indemnification under the Bylaws of the Corporation or by separate agreement.

H10000155231 3

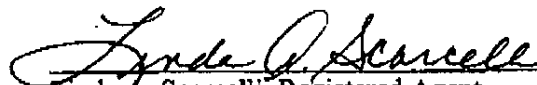
H10000155231 3

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of July, 2010.


Linda A. Scarcelli, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of CNL Diversified Managers Corp.


Linda A. Scarcelli, Registered Agent

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of CNL Diversified Managers Corp.


Linda A. Scarcelli, Incorporator

10 JUL -6 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

H10000155231 3